

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Related to Docket No. 16084
)	
)	Hearing Date: July 23, 2007 at 2:00 p.m.
)	(in Wilmington, DE)
)	Objection Deadline: July 6, 2007 at 4:00 p.m.

AMENDED² NOTICE OF SALE OF WASHCOAT BUSINESS

PLEASE TAKE NOTICE that, on June 18, 2007, W. R. Grace & Co.-Conn., as debtor and debtor in possession (the "Selling Debtor," and together with the other above-captioned debtors, the "Debtors") filed the *Motion for an Order (A) Approving the Agreements by and between W.R. Grace & Co.-Conn. And Rhodia Inc.; (B) Authorizing the Sale of Certain*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food >N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² This amended notice of sale was filed to correct an error regarding the location of the hearing and further revise the list of contracts to be assumed and assigned.

*Assets of W.R. Grace & Co.-Conn.'s Washcoat Business to Rhodia Inc. Free and Clear of all Liens, Claims, Encumbrances and Other Interests; (C) Authorizing the Assumption and Assignment to Rhodia Inc. of Certain Executory Contracts and Unexpired Leases; (D) Approving a Potential Break-Up Fee; and (E) Granting Related Relief (the "Sale Motion").*³ You have been previously served with a copy of the Sale Motion. Additional copies of the Sale Motion are available from the Debtors upon request.

PLEASE TAKE FURTHER NOTICE that, pursuant to the relief requested by the Sale Motion, the Debtors propose to assume and assign to Buyer those Transferred Contracts set forth on Exhibit B to the proposed Sale Order (the "List of Transferred Contracts"). After the filing of the Sale Motion, the Debtors have amended the List of Transferred Contracts. A further revised List of Transferred Contracts is attached hereto as Exhibit 1 and blackline of changes against the original List of Transferred Contracts filed with the Sale Motion is attached hereto as Exhibit 2.

PLEASE TAKE FURTHER NOTICE that the original notice accompanying the Sale Motion inadvertently stated that the hearing on the Sale Motion would be at the United States Bankruptcy Court in Pittsburgh, Pennsylvania. The hearing on the Sale Motion shall be held at the United States Bankruptcy Court in Wilmington, Delaware. IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THE TERMS OF THE ORIGINAL NOTICE, A HEARING ON THE SALE MOTION WILL

³ Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Agreement, a copy of which is attached to the Sale Motion as Exhibit B.


BE HELD BEFORE THE HONORABLE JUDITH K. FITZGERALD AT THE UNITED STATES BANKRUPTCY COURT, 824 MARKET STREET, WILMINGTON, DELAWARE 19801 ON JULY 23, 2007 AT 2:00 P.M. PREVAILING EASTERN TIME.

Dated: June 19, 2007

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